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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS, LLC,

USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED FUND, LLC,

USA SECURITIES, LLC,

Debtors.

**Affects:**

USA Commercial Mortgage Company

Case Nos.:

BK-S-06-10725-LBR

BK-S-06-10726-LBR

BK-S-06-10727-LBR

BK-S-06-10728-LBR

BK-S-06-10729-LBR

JOINTLY ADMINISTERED

Chapter 11 Cases

Judge Linda B. Riegle

**Adversary No. 08-01122**

**NOTICE OF ENTRY OF  
ORDER GRANTING  
MOTION FOR APPROVAL  
OF SETTLEMENT  
PURSUANT TO RULE 9019  
OF THE FEDERAL RULES  
OF BANKRUPTCY  
PROCEDURE**

**PLEASE TAKE NOTICE** that an Order Granting Motion for Approval of Settlement Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (DE #7484) was entered on the 15<sup>th</sup> day of September 2009, a true and correct copy of which is attached hereto as Exhibit "A."

Dated: September 21, 2009.

**DIAMOND MCCARTHY LLP**

**LEWIS AND ROCA LLP**

By: /s/ Stephen T. Loden  
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*Counsel for USACM Liquidating Trust*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 21<sup>st</sup> day of September 2009, I caused to be served a true and correct copy of the foregoing **NOTICE OF ENTRY OF ORDER GRANTING MOTION FOR APPROVAL OF SETTLEMENT PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE** by electronic transmission to all parties on the Post-Confirmation Service List, dated March 31, 2009, and to counsel for JMK Investments, Inc. and Mountain West Mortgage, David Colvin at [dcolvin@marquisaurbach.com](mailto:dcolvin@marquisaurbach.com) and George C. Lazar at [glazar@foxjohns.com](mailto:glazar@foxjohns.com).

/s/ Catherine A. Burrow  
Catherine A. Burrow  
Senior Paralegal  
Diamond McCarthy LLP

## EXHIBIT A



Entered on Docket  
September 15, 2009

A handwritten signature in dark ink, appearing to read "Linda B. Riegle".

Hon. Linda B. Riegle  
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
  
USA CAPITAL REALTY ADVISORS, LLC  
  
USA CAPITAL DIVERSIFIED TRUST DEED FUND,  
LLC  
  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
  
USA SECURITIES, LLC

Debtors

**Affects:**  
USA Commercial Mortgage Company

Case No. BK-S-06-10725-LBR  
Case No. BK-S-06-10726-LBR  
Case No. BK-S-06-10727-LBR  
Case No. BK-S-06-10728-LBR  
Case No. BK-S-06-10729-LBR

Chapter 11

Jointly Administered Under Case No.  
BK-S-06-10725-LBR

Judge Linda B. Riegle

**ORDER GRANTING MOTION  
FOR APPROVAL OF  
SETTLEMENT PURSUANT TO  
RULE 9019 OF THE FEDERAL  
RULES OF BANKRUPTCY  
PROCEDURE**

Upon consideration of the motion, dated July 21, 2009 (the "Motion"), filed by the USACM Liquidating Trust (the "USACM Trust"), seeking authorization and approval to settle the Pending Litigation (as such term is defined in the Motion) pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and due notice of the Motion and the hearing to be held thereon having been served to all parties entitled thereto in accordance with the Bankruptcy Rules and this Court's Local Rules, and no other or further notice

1 need be given; and a hearing having been held before this Court; and the Court having concluded  
2 that the Proposed Settlement Agreement (as such term is defined in the Motion) is the result of  
3 good faith arm's-length bargaining and not the product of fraud or collusion; and it appearing that  
4 the relief requested in the Motion is in the best interest of the estates and the beneficiaries of the  
5 USACM Trust, and upon the proceedings before the Court; and good and sufficient cause  
6 appearing therefor, it is:

7 ORDERED that the Motion is granted; and it is further

8 ORDERED that all objections, if any, to the Motion or the relief requested therein  
9 or granted in this Order, that have not been withdrawn, waived or settled, and all reservations of  
10 rights included therein, are overruled; and it is further

11 ORDERED that the Proposed Settlement Agreement as described in the Motion is  
12 authorized and approved pursuant to Bankruptcy Rule 9019; and it is further

13 ORDERED that Adversary Proceeding Number 08-01122 shall remain open but  
14 stayed until February 1, 2010, or as further directed by the Court; and it is further

15 ORDERED that Geoffrey L. Berman, in his capacity as the Court-appointed trustee  
16 of the USACM Trust, is authorized to execute, deliver, implement, and fully perform any and all  
17 obligations, instruments, documents and papers and to take any and all actions reasonably  
18 necessary to consummate the Proposed Settlement Agreement and perform any and all obligations  
19 contemplated therein on behalf of the USACM Trust; and it is further

20 ORDERED that this Court shall retain jurisdiction over any and all disputes arising  
21 under or otherwise relating to the construction, performance and enforcement of the terms of this  
22 Order on the terms and conditions of the Proposed Settlement Agreement hereby authorized or  
23 approved.  
24  
25  
26

PREPARED AND SUBMITTED:

**DIAMOND MCCARTHY LLP**

By: /s/ Stephen T. Loden

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*Special Litigation Counsel for*

*USACM Liquidating Trust*

CERTIFICATION PURSUANT TO LOCAL RULE 9021

In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

\_\_\_\_\_ The court has waived the requirement of approval under LR 9021

  X   No parties appeared or filed written objections, and there is no trustee appointed in the case.

\_\_\_\_\_ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document.]

DATED: September 4, 2009

                  /s/ Stephen T. Loden                    
Stephen T. Loden  
Special Litigation Counsel for USACM  
Liquidating Trust

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